

*Settling*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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DORIS SUE ALLEN, DONNA S. LUCAS,  
DANA KELLEN, HEDY L. ANSELMAN,  
TIMOTHY R. GARRETT, JONATHAN G.  
AXELROD, JOHN A. BOARDMAN, WARREN  
J. PEPICELLI, and all others similarly situated,

Plaintiffs,

v.

BANK OF AMERICA CORPORATION;  
OF AMERICA, N.A.; MERRILL LYNCH  
PIERCE, FENNER & SMITH INC.; MER  
LYNCH CAPITAL SERVICES, INC.;  
BARCLAYS PLC; BARCLAYS BANK P  
BARCLAYS GROUP US INC.; BARCLA  
CAPITAL INC.; BNP PARIBAS GROUP; BNP  
PARIBAS NORTH AMERICA, INC.;  
CITIBANK, N.A.; CITIGROUP, INC.; CREDIT  
SUISSE GROUP AG; CREDIT SUISSE AG;  
CREDIT SUISSE SECURITIES (EUROPE)  
LIMITED; CREDIT SUISSE SECURITIES  
(USA) LLC; DEUTSCHE BANK AG; THE  
GOLDMAN SACHS GROUP, INC.;  
GOLDMAN, SACHS & CO.; HSBC HOLDINGS  
PLC; HSBC BANK PLC; HSBC NORTH  
AMERICA HOLDINGS, INC.; HSBC BANK  
USA, N.A.; JPMORGAN CHASE BANK, N.A.;  
JPMORGAN CHASE & CO.; MORGAN  
STANLEY; MORGAN STANLEY CAPITAL  
SERVICES LLC; MORGAN STANLEY & CO.,  
LLC; ROYAL BANK OF SCOTLAND GROUP  
PLC; ROYAL BANK OF SCOTLAND PLC; RBS  
SECURITIES, INC.; UBS AG; UBS  
SECURITIES, LLC; UBS INVESTMENT BANK;  
UBS INVESTMENT BANK, AMERICAS, and  
DOES 1-40,

Defendants.

New York, New York  
September 20, 2016

SO ORDERED

  
HON. LORNA G. SCHOFIELD  
UNITED STATES DISTRICT JUDGE

No. 1:15-cv-04285-LGS

**STIPULATION AND ~~(PROPOSED)~~ ORDER CONCERNING  
DISMISSAL OF ALL CLAIMS AGAINST THE SETTLING DEFENDANTS**

Plaintiffs Doris Sue Allen, Donna S. Lucas, Dana Kellen, Hedy L. Anselman, Timothy R. Garrett, Jonathan G. Axelrod, John A. Boardman, and Warren J. Pepicelli (collectively, "Plaintiffs") and Defendants Bank of America Corporation, Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Merrill Lynch Capital Services, Inc., Barclays PLC, Barclays Bank PLC, Barclays Group US Inc., Barclays Capital Inc. (collectively, "Barclays"), BNP Paribas Group, BNP Paribas North America, Inc., Citibank, N.A., Citigroup Inc. (together, "Citigroup"), The Goldman Sachs Group, Inc., Goldman, Sachs & Co., HSBC Holdings PLC, HSBC Bank PLC, HSBC North America Holdings Inc., HSBC Bank USA, N.A., JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. (together, "JPMC"), The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc, RBS Securities Inc. (collectively, "RBS"), UBS AG, UBS Securities LLC, UBS Investment Bank and UBS Investment Bank, Americas (collectively, "UBS"; and with all other Defendants named in this paragraph, "Settling Defendants"), by and through their undersigned counsel, hereby submit this stipulation as follows:

**WHEREAS**, on April 6, 2016, Plaintiffs filed a Second Amended Complaint ("SAC") against Credit Suisse Group AG, Credit Suisse AG, Credit Suisse Securities (Europe) Limited, Credit Suisse Securities (USA) LLC, Deutsche Bank AG, Morgan Stanley, Morgan Stanley Capital Services LLC, and Morgan Stanley & Co., LLC (collectively, "Non-Settling Defendants"), and the Settling Defendants (ECF No. 182);

**WHEREAS**, on May 19, 2016, Non-Settling Defendants moved to dismiss the SAC (ECF No. 196), on June 29, 2016, Plaintiffs opposed that motion (ECF No. 216), and, on July 27, 2016, Non-Settling Defendants filed a reply in support of that motion (ECF No. 221);

**WHEREAS**, by an Order dated June 1, 2016 ("June 1, 2016 Order"), the Court (i) enjoined all claims in the SAC against the Settling Defendants based on "collusive conduct"

as covered by the preliminary approval order of the settlement in *In re Foreign Exch. Benchmark Rates Antitrust Litig.*, No. 13 Civ. 07789 (LGS) (“*FOREX*”) (“Enjoined SAC Claims”), and (ii) ordered Plaintiffs to “file a third amended complaint that bases its claims solely on conduct that is either non-collusive or specifically carved out of the *FOREX* settlements by July 15, 2016” (ECF No. 199);

**WHEREAS**, pursuant to the Court’s instruction at the June 1, 2016 Court hearing, Barclays filed a motion to enjoin Plaintiffs’ “Last Look”-related claims on June 14, 2016 (ECF Nos. 200), Plaintiffs opposed that motion on July 20, 2016 (ECF No. 219), and Barclays filed a reply in support of that motion on August 11, 2016 (ECF No. 225);

**WHEREAS**, on July 15, 2016, Plaintiffs filed a Third Amended Complaint (“TAC”) against Barclays, Citigroup, JPMC, RBS, and UBS (ECF No. 218);

**WHEREAS**, on August 2, 2016, Barclays, Citigroup, JPMC, RBS, and UBS submitted a pre-motion letter seeking to enjoin (under the *FOREX* settlement preliminary approval order) or dismiss the TAC (ECF No. 223), and, on August 12, 2016, Plaintiffs submitted a letter response (ECF No. 226);

**WHEREAS**, by an Order dated August 23, 2016 (“August 23, 2016 Order”), the Court granted the Non-Settling Defendants’ motion to dismiss the SAC (ECF No. 227);

**WHEREAS**, by an Order dated August 31, 2016, the Court denied Barclays’ motion to enjoin Plaintiffs’ “Last Look”-related claims and the Settling Defendants’ motion to enjoin the TAC “without prejudice to renewal after [Settling] Defendants’ anticipated motion to dismiss is decided” (ECF No. 231);

**WHEREAS**, in light of the foregoing, the Plaintiffs and the Settling Defendants seek entry of this Stipulation and [Proposed] Order dismissing the Enjoined SAC Claims and the TAC in their entirety on the same basis as in the Court's August 23, 2016 Order;

**WHEREAS**, deciding whether to dismiss the Enjoined SAC Claims and the TAC in their entirety by this Stipulation and [Proposed] Order, rather than by motion practice, would conserve the resources of the Court and the Parties, and would be more efficient than formal briefing on this issue;

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by and between the undersigned attorneys, on behalf of the Plaintiffs and Settling Defendants, as follows:

- (1) All of Plaintiffs' claims in this case against the Settling Defendants, whether in the SAC or the TAC, whether enjoined or not, are hereby dismissed in their entirety with prejudice for the reasons stated in the Court's August 23, 2016 Order, which shall be deemed to apply fully to such claims;
- (2) Plaintiffs and Settling Defendants are fully preserving all rights, including their appellate rights and their rights to arguments they would and could have made for and against the motion to dismiss the SAC, and Plaintiffs and Settling Defendants are precluded from later arguing in any context whatsoever, including before any appellate court, that any party to this Stipulation waived any appellate right related to any such arguments; and
- (3) Settling Defendants are fully preserving all rights to move to enjoin the TAC, and all claims therein, and to reinstitute the injunction of the

Enjoined SAC Claims on the basis of the settlements in *FOREX* and/or  
*Axiom Inv. Advisors LLC. v. Barclays Bank PLC*, No. 15 Civ. 9323  
(LGS), if the Court's dismissal is disturbed in any manner by appeal or  
otherwise.

Dated: September 19, 2016

SULLIVAN & CROMWELL LLP

By: Matthew A. Schwartz / JH

Yvonne S. Quinn

David H. Braff

Matthew A. Schwartz

Kathleen M. Reilly

Christopher J. Miller

125 Broad Street

New York, New York 10004

Telephone: (212) 558-4000

Facsimile: (212) 558-3588

schwartzmatthew@sullcrom.com

quinny@sullcrom.com

braffd@sullcrom.com

reillyk@sullcrom.com

millerch@sullcrom.com

*Attorneys for Defendants Barclays PLC,  
Barclays Bank PLC, Barclays Group US Inc.,  
and Barclays Capital Inc.*

COVINGTON & BURLING LLP

By: Andrew D. Lazerow / JH

Andrew A. Ruffino

The New York Times Building

620 Eighth Avenue

New York, New York 10018

Telephone: (212) 841-1000

aruffino@cov.com

Alan M. Wiseman

Thomas A. Isaacson

Andrew D. Lazerow

Jamie A. Heine

One CityCenter

850 Tenth Street N.W.

Washington, D.C. 20001

Telephone: (202) 662-6000

awiseman@cov.com

tisaacson@cov.com

alazerow@cov.com

jheine@cov.com

*Attorneys for Defendants Citigroup Inc. and  
Citibank, N.A.*

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: 

Peter E. Greene  
Boris Bershteyn  
Marco E. Schnabl  
Four Times Square  
New York, New York 10036  
Telephone: (212) 735-3000  
Facsimile: (212) 735-2000  
peter.greene@skadden.com  
marco.schnabl@skadden.com  
boris.bershteyn@skadden.com

PROSKAUER ROSE LLP

Stephen L. Ratner  
Russell L. Hirschhorn  
Eleven Times Square  
New York, New York 10036  
Telephone: (212) 969-3000  
Facsimile: (212) 969-2900  
sratner@proskauer.com  
rhirschhorn@proskauer.com

*Attorneys for Defendants JPMorgan Chase &  
Co. and JPMorgan Chase Bank, N.A.*

DAVIS POLK & WARDWELL LLP

By: \_\_\_\_\_

Joel M. Cohen  
Melissa C. King  
Jennifer Kan  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-4800  
joel.cohen@davispolk.com  
melissa.king@davispolk.com  
jennifer.kan@davispolk.com

*Attorneys for Defendants The Royal Bank of  
Scotland Group plc, The Royal Bank of Scotland  
plc, and RBS Securities Inc.*



SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: \_\_\_\_\_

Peter E. Greene  
Boris Bershteyn  
Marco E. Schnabl  
Four Times Square  
New York, New York 10036  
Telephone: (212) 735-3000  
Facsimile: (212) 735-2000  
peter.greene@skadden.com  
marco.schnabl@skadden.com  
boris.bershteyn@skadden.com

PROSKAUER ROSE LLP  
Stephen L. Ratner  
Russell L. Hirschhorn  
Eleven Times Square  
New York, New York 10036  
Telephone: (212) 969-3000  
Facsimile: (212) 969-2900  
sratner@proskauer.com  
rhirschhorn@proskauer.com

*Attorneys for Defendants JPMorgan Chase &  
Co. and JPMorgan Chase Bank, N.A.*

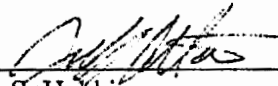
DAVIS POLK & WARDWELL LLP

By: \_\_\_\_\_

Joel M. Cohen  
Melissa C. King  
Jennifer Kan  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-4800  
joel.cohen@davispolk.com  
melissa.king@davispolk.com  
jennifer.kan@davispolk.com

*Attorneys for Defendants The Royal Bank of  
Scotland Group plc, The Royal Bank of Scotland  
plc, and RBS Securities Inc.*

SHEARMAN & STERLING LLP

By:   
Adam S. Hakki  
Richard F. Schwed  
Jeffrey J. Resetarits  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (646) 848-7179  
ahakki@shearman.com  
rschwed@shearman.com  
jeffrey.resetarits@shearman.com

*Attorneys for Defendants Bank of America  
Corporate, Bank of America, N.A., Merrill  
Lynch, Pierce, Fenner & Smith Incorporated,  
and Merrill Lynch Capital Services, Inc.*

LOCKE LORD LLP

By: \_\_\_\_\_  
Edwin R. DeYoung  
Gregory T. Casamento  
Three World Financial Center  
New York, New York 10281  
Telephone: (212) 415-8600  
Facsimile: (212) 303-2754  
edeyoung@lockelord.com  
gcasamento@lockelord.com

Roger B. Cowie  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
Telephone: (214) 740-8000  
Facsimile: (214) 740-8800  
rcowie@lockelord.com

J. Matthew Goodin  
Julia C. Webb  
Chicago, Illinois 60606  
Telephone: (312) 443-0700  
Facsimile: (312) 896-6472  
jmgoodin@lockelord.com  
jwebb@lockelord.com

*Attorneys for Defendants HSBC Holdings plc,  
HSBC Bank plc, HSBC North America  
Holdings, Inc., and HSBC Bank USA, N.A.*



SHEARMAN & STERLING LLP

By: \_\_\_\_\_

Adam S. Hakki  
Richard F. Schwed  
Jeffrey J. Resetarits  
599 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 848-4000  
Facsimile: (646) 848-7179  
ahakki@shearman.com  
rschwed@shearman.com  
jeffrey.resetarits@shearman.com

*Attorneys for Defendants Bank of America  
Corporate, Bank of America, N.A., Merrill  
Lynch, Pierce, Fenner & Smith Incorporated,  
and Merrill Lynch Capital Services, Inc.*

LOCKE LORD LLP

By: \_\_\_\_\_

Edwin R. DeYoung  
Gregory T. Casamento  
Three World Financial Center  
New York, New York 10281  
Telephone: (212) 415-8600  
Facsimile: (212) 303-2754  
edeyoung@lockelord.com  
gcasamento@lockelord.com

Roger B. Cowie  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
Telephone: (214) 740-8000  
Facsimile: (214) 740-8800  
rcowie@lockelord.com

J. Matthew Goodin  
Julia C. Webb  
Chicago, Illinois 60606  
Telephone: (312) 443-0700  
Facsimile: (312) 896-6472  
jmgoodin@lockelord.com  
jwebb@lockelord.com

*Attorneys for Defendants HSBC Holdings plc,  
HSBC Bank plc, HSBC North America  
Holdings, Inc., and HSBC Bank USA, N.A.*

GIBSON, DUNN & CRUTCHER LLP

By: Melanie L. Katsur

Joel S. Sanders  
555 Mission Street  
San Francisco, California 94105  
Telephone: (415) 393-6268  
Facsimile: (415) 374-8439  
jsanders@gibsondunn.com

Peter Sullivan  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 351-4000  
Facsimile: (212) 351-6370  
psullivan@gibsondunn.com

D. Jarrett Arp  
Melanie L. Katsur  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
Telephone: (202) 955-8500  
Facsimile: (202) 467-0539  
jarp@gibsondunn.com  
mkatsur@gibsondunn.com

*Attorneys for Defendants UBS AG, UBS  
Securities LLC, UBS Investment Bank, and UBS  
Investment Bank, Americas*

ALLEN & OVERY LLP

By: \_\_\_\_\_

David C. Esseks  
Laura R. Hall  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 610-6300  
Facsimile: (212) 610-6399  
david.esseks@allenovery.com  
laura.hall@allenovery.com

*Attorneys for Defendants BNP Paribas Group  
and BNP Paribas North America, Inc.*

GIBSON, DUNN & CRUTCHER LLP

By: \_\_\_\_\_

Joel S. Sanders  
555 Mission Street  
San Francisco, California 94105  
Telephone: (415) 393-6268  
Facsimile: (415) 374-8439  
jsanders@gibsondunn.com

Peter Sullivan  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 351-4000  
Facsimile: (212) 351-6370  
psullivan@gibsondunn.com

D. Jarrett Arp  
Melanie L. Katsur  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
Telephone: (202) 955-8500  
Facsimile: (202) 467-0539  
jarp@gibsondunn.com  
mkatsur@gibsondunn.com

*Attorneys for Defendants UBS AG, UBS  
Securities LLC, UBS Investment Bank, and UBS  
Investment Bank, Americas*

ALLEN & OVERY LLP


By: \_\_\_\_\_

David C. Esseks  
Laura R. Hall  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 610-6300  
Facsimile: (212) 610-6399  
david.esseks@allenoverly.com  
laura.hall@allenoverly.com

*Attorneys for Defendants BNP Paribas Group  
and BNP Paribas North America, Inc.*

CLEARY GOTTlieb STEEN & HAMILTON  
LLP

By:

 Thomas J. Moloney

George S. Cary

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

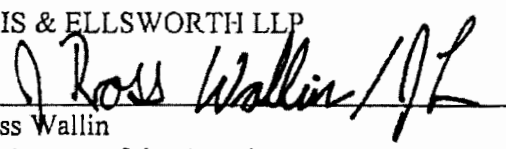
tmoloney@cgsh.com

gcary@cgsh.com

*Attorneys for Defendants The Goldman Sachs  
Group, Inc. and Goldman, Sachs & Co.*

GRAIS & ELLSWORTH LLP

By:

 J. Ross Wallin

1211 Avenue of the Americas

New York, New York 10036

Telephone: (212) 755-7876

Facsimile: (212) 755-0052

rwallin@graisellsworth.com

MCTIGUE LAW LLP

J. Brian McTigue *admitted pro hac vice*

Regina M. Markey *admitted pro hac vice*

4530 Wisconsin Avenue, NW, Suite 300

Washington, D.C. 20016

Telephone: (202) 364-6900

Facsimile: (202) 364-9960

bmctigue@mctiguelaw.com

rmarkey@mctiguelaw.com

*Counsel for Plaintiffs*